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Counsel to the RDC Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

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In re	Chapter 11
	:
ROCHESTER DRUG	Case No. 20-20230 (PRW)
CO-OPERATIVE, INC.	:
	:
Debtor.	:
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**STIPULATION AND ORDER RESOLVING LIQUIDATING TRUSTEE'S
OBJECTION TO CLAIM 158 ASSERTED BY WELCARE DRUG STORE INC.**

RDC Liquidating Trust, through its trustee Advisory Trust Group, LLC (the "Liquidating Trustee"), the successor-in-interest to Rochester Drug Co-Operative, Inc. and Welcare Drug Store, Inc. ("Claimant") (along with the Liquidating Trustee, the "Parties") enter into this Stipulation with reference to the following facts:

GENERAL BACKGROUND

A. On March 12, 2020 (the "Petition Date"), Rochester Drug Co-Operative, Inc. (the "Debtor" or "RDC") filed a voluntary petition for relief under chapter 11 of

the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of New York (the “Bankruptcy Court”) (Case No. 20-20230).

B. On February 26, 2021, the Bankruptcy Court entered an order (the “Confirmation Order”) confirming RDC’s *Second Amended Chapter 11 Plan of Liquidation* (the “Liquidating Plan”). Pursuant to the Confirmation Order, the Liquidating Plan and that certain Liquidating Trust Agreement and Declaration of Trust (the “Trust Agreement”) (collectively, the “Plan Documents”), RDC’s Assets were transferred to the RDC Liquidating Trust which was empowered, among other things, to: (i) collect and administer the Debtor’s Assets (including Causes of Action) and (ii) resolve Claims against the Debtor and its estate.¹

C. The Liquidating Trustee is authorized “to object to Claims and assert any defenses thereto, and without further supervision or approval of the Bankruptcy Court, to compromise and settle Claims free of any restrictions of the Bankruptcy Code or Bankruptcy Rules, other than those restrictions expressly imposed by the Plan and Confirmation Order”. [Trust Agreement § 3.2.10.] The Liquidating Trustee “may settle any Disputed Claim without notice, or Court approval (except as requested by the Trustee).” [Plan § 8.15.]

D. On or about July 1 2020, Claimant filed a proof of claim (docketed as claim 158) in the amount of \$150,000.00 (the “Claim 158”).

E. On or about February 15, 2023, the Liquidating Trustee filed and served its *Objection to Claim 158 of Welcare Drug Store, Inc.* (the “Objection”) [Doc. No. 1802] and Notice thereon [Doc. No. 1803], which was set for hearing on March 23, 2023 at 11:00 a.m. (the “Hearing”).

¹ The bankruptcy case docket numbers for the applicable documents are as follows: Confirmation Order (Dkt. No. 1257); Liquidating Plan (Dkt. No. 1145); Notice of Effective Date (Dkt No. 1305). If not defined herein, capitalized terms have the definitions given to them in the Plan Documents.

F. On or about March 18, 2023, Claimant filed its *Response and Objections of Starrett Pharmacy, LLC, Pharma Holding, Inc. d/b/a/ Unzer Pharmacy and Welcare Drug Store, Inc.* (the “Response”) [Doc. No. 1829].

G. In an effort to afford the Parties an opportunity to resolve the Objection and the Response, the Court continued the hearing to April 27, 2023 at 11:00 a.m.

H. The Parties have met and conferred regarding the Objection and the Response and agree as follows:

1. Claim 158 is withdrawn with prejudice.
2. Claimant shall not file any additional proofs of claim against RDC or the RDC Liquidating Trust.
3. Each Party shall bear its own attorneys' fees and costs.

IN WITNESS WHEREOF, the Parties hereto, intending to be legally bound, have caused this Stipulation to be executed as of the date set forth below.

Dated: April 19, 2023

WELCARE DRUG STORE, INC.

By: Bernard M. Alter
Print Name: Bernard M. Alter
Its Attorney

Dated: April 24, 2023

ADVISORY TRUST GROUP, LLC, solely in its capacity as LIQUIDATING TRUSTEE of the RDC LIQUIDATING TRUST

By: Robert Michaelson BEASLEY BOE
Robert Michaelson
Its Managing Member

SO ORDERED

DATED: _____, 2023
Rochester, New York

HON. PAUL R. WARREN
United States Bankruptcy Judge